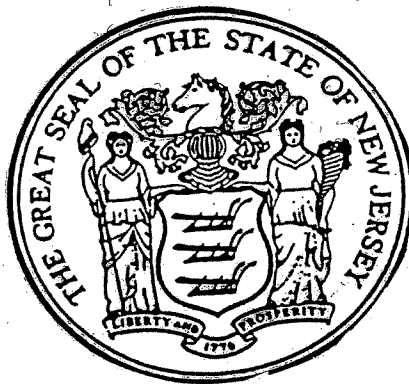


QUARTERLY REPORT

LICENSEE ADAMAR OF NEW JERSEY, INC.
TROPICANA CASINO & RESORT

FOR THE QUARTER ENDED MARCH 31, 2004

**TO THE
CASINO CONTROL COMMISSION
STATE OF NEW JERSEY**



BALANCE SHEETS

AS OF MARCH 31, 2004 AND 2003

(UNAUDITED)
(\$ IN THOUSANDS)

LINE (a)	DESCRIPTION (b)	2004 (c)	2003 (d)
	ASSETS		
	Current Assets:		
1	Cash and Cash Equivalents.....	\$ 20,230	\$ 20,310
2	Short-Term Investments.....	0	0
3	Receivables and Patrons' Checks (Net of Allowance for Doubtful Accounts - 2004, \$11,945 ; 2003, \$13,591)..... (Note 6).....	20,298	13,572
4	Inventories.....	3,509	3,221
5	Prepaid Expenses and Other Current Assets.....	10,882	12,718
6	Total Current Assets.....	54,919	49,821
7	Investments, Advances, and Receivables..... (Note 4, 5).....	20,947	19,516
8	Property and Equipment - Gross..... (Note 2).....	964,596	847,395
9	Less: Accumulated Depreciation and Amortization..... (Note 2).....	(266,031)	(242,674)
10	Property and Equipment - Net..... (Note 2).....	698,565	604,721
11	Other Assets.....	26,086	13,475
12	Total Assets.....	\$ 800,517	\$ 687,533
	LIABILITIES AND EQUITY		
	Current Liabilities:		
13	Accounts Payable.....	\$ 11,761	\$ 10,697
14	Notes Payable.....	0	0
	Current Portion of Long-Term Debt:		
15	Due to Affiliates.....	0	0
16	Other..... (Note 3).....	136	131
17	Income Taxes Payable and Accrued.....	0	0
18	Other Accrued Expenses.....	23,687	23,147
19	Other Current Liabilities.....	14,235	14,633
20	Total Current Liabilities.....	49,819	48,608
	Long-Term Debt:		
21	Due to Affiliates..... (Note 3, 5).....	447,000	447,000
22	Other..... (Note 3).....	30	165
23	Deferred Credits.....	0	0
24	Other Liabilities..... (Note 5).....	169,523	57,433
25	Commitments and Contingencies..... (Note 4).....	0	0
26	Total Liabilities.....	666,372	553,206
27	Stockholder's, Partners', or Proprietor's Equity.....	134,145	134,327
28	Total Liabilities and Equity.....	\$ 800,517	\$ 687,533

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

STATEMENTS OF INCOME

FOR THE THREE MONTHS ENDED MARCH 31, 2004 AND 2003

(UNAUDITED)
(\$ IN THOUSANDS)

LINE (a)	DESCRIPTION (b)	2004 (c)	2003 (d)
	Revenue:		
1	Casino.....	\$ 87,319	\$ 93,853
2	Rooms.....	9,870	10,518
3	Food and Beverage.....	11,451	13,025
4	Other.....	3,203	3,103
5	Total Revenue.....	111,843	120,499
6	Less: Promotional Allowances.....	20,521	22,144
7	Net Revenue.....	91,322	98,355
	Costs and Expenses:		
8	Cost of Goods and Services..... (Note 5).....	55,766	56,982
9	Selling, General, and Administrative..... (Note 5).....	13,984	13,963
10	Provision for Doubtful Accounts.....	199	369
11	Total Costs and Expenses.....	69,949	71,314
12	Gross Operating Profit.....	21,373	27,041
13	Depreciation and Amortization.....	7,538	6,995
	Charges from Affiliates Other than Interest:		
14	Management Fees..... (Note 5).....	9,600	10,150
15	Other.....	0	0
16	Income (Loss) from Operations.....	4,235	9,896
	Other Income (Expenses):		
17	Interest (Expense) - Affiliates..... (Note 3).....	(13,410)	(13,589)
18	Interest (Expense) - External..... (Note 3).....	2,867	1,484
19	Investment Alternative Tax and Related Income (Expense) - Net...(Note 4).....	(187)	(6)
20	Nonoperating Income (Expense) - Net..... (Note 6).....	2,224	(1,012)
21	Total Other Income (Expenses).....	(8,506)	(13,123)
22	Income (Loss) Before Income Taxes and Extraordinary Items.....	(4,271)	(3,227)
23	Provision (Credit) for Income Taxes.....	(6,695)	(3,452)
24	Income (Loss) Before Extraordinary Items.....	2,424	225
25	Extraordinary Items (Net of Income Taxes - 2004, \$0 ; 2003, \$0)	0	0
26	Net Income (Loss).....	\$ 2,424	\$ 225

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

STATEMENTS OF CHANGES IN STOCKHOLDER'S EQUITY

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2003 AND THE THREE MONTHS ENDED MARCH 31, 2004

(UNAUDITED)
(\$ IN THOUSAND)

Line (a)	Description (b)	Common Stock		Preferred Stock		Additional Paid-In Capital (g)	(h)	Retained Earnings (Accumulated) (Deficit) (i)	Total Stockholder's Equity (Deficit) (j)
		Shares (c)	Amount (d)	Shares (e)	Amount (f)				
1	Balance, December 31, 2002	100	\$ 1	0	\$ 0	\$ 127,071	\$ 0	7,030	\$ 134,102
2	Net Income (Loss) - 2003							(2,381)	(2,381)
3	Contribution to Paid-in -Capital								
4	Dividends								
5	Prior Period Adjustments								
6									
7									
8									
9									
10	Balance, December 31, 2003	100	\$ 1	0	\$ 0	\$ 127,071	\$ 0	\$ 4,649	\$ 131,721
11	Net Income (Loss) - 2004							2,424	2,424
12	Contribution to Paid-in -Capital								
13	Dividends								
14	Prior Period Adjustments								
15									
16									
17									
18									
19	Balance, March 31, 2004	100	\$ 1	0	\$ 0	\$ 127,071	\$ 0	\$ 7,073	\$ 134,145

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

TRADING NAME OF LICENSEE TROPICANA CASINO AND RESORT**STATEMENTS OF CASH FLOWS**

FOR THE THREE MONTHS ENDED MARCH 31, 2004 AND 2003

(UNAUDITED)
(\$ IN THOUSANDS)

LINE (a)	DESCRIPTION (b)	2004 (c)	2003 (d)
1	NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES.....	\$ 7,643	\$ 26,288
	CASH FLOWS FROM INVESTING ACTIVITIES:		
2	Purchase of Short-Term Investment Securities.....		
3	Proceeds from the Sale of Short-Term Investment Securities.....		
4	Cash Outflows for Property and Equipment.....	(20,940)	(26,753)
5	Proceeds from Disposition of Property and Equipment.....	0	35
6	Purchase of Casino Reinvestment Obligations.....	(1,101)	(1,174)
7	Purchase of Other Investments and Loans/Advances made.....		
8	Proceeds from Disposal of Investments and Collection of Advances and Long-Term Receivables.....	1,393	909
9	Cash Outflows to Acquire Business Entities.....		
10			
11			
12	Net Cash Provided (Used) By Investing Activities.....	(20,648)	(26,983)
	CASH FLOWS FROM FINANCING ACTIVITIES:		
13	Cash Proceeds from Issuance of Short-Term Debt.....		
14	Payments to Settle Short-Term Debt.....		
15	Cash Proceeds from Issuance of Long-Term Debt.....		
16	Costs of Issuing Debt.....		
17	Payments to Settle Long-Term Debt.....	(34)	(31)
18	Cash Proceeds from Issuing Stock or Capital Contributions.....		
19	Purchases of Treasury Stock.....		
20	Payments of Dividends or Capital Withdrawals.....		
21			
22			
23	Net Cash Provided (Used) By Financing Activities.....	(34)	(31)
24	Net Increase (Decrease) in Cash and Cash Equivalents.....	(13,039)	(726)
25	Cash and Cash Equivalents at Beginning of Period.....	33,269	21,036
26	Cash and Cash Equivalents at End of Period.....	\$ 20,230	\$ 20,310
CASH PAID DURING PERIOD FOR:			
27	Interest (Net of Amount Capitalized).....	\$ (10,543)	\$ (1,483)
28	Income Taxes.....	\$	\$

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

TRADING NAME OF LICENSEE TROPICANA CASINO AND RESORT**STATEMENTS OF CASH FLOWS**

FOR THE THREE MONTHS ENDED MARCH 31, 2004 AND 2003

(UNAUDITED)
(\$ IN THOUSANDS)

LINE (a)	DESCRIP (f)	2004 (c)	2003 (d)
	NET CASH FLOWS FROM OPERATING ACTIVITIES:		
29	Net Income (Loss).....	\$ 2,424	\$ 225
	Noncash Items Included in Income and Cash Items		
	Excluded from Income:		
30	Depreciation and Amortization of Property and Equipment.....	7,538	6,995
31	Amortization of Other Assets.....	0	0
32	Amortization of Debt Discount or Premium.....	0	0
33	Deferred Income Taxes - Current.....	0	0
34	Deferred Income Taxes - Noncurrent.....	1,172	(133)
35	(Gain) Loss on Disposition of Property and Equipment.....	177	(22)
36	(Gain) Loss on Casino Reinvestment Obligations.....	158	2
37	(Gain) Loss from Other Investment Activities.....		
	Net (Increase) Decrease in Receivables and Patrons'		
38	Checks.....	(6,177)	406
39	Net (Increase) Decrease in Inventories.....	(196)	37
40	Net (Increase) Decrease in Other Current Assets.....	(582)	(2,448)
41	Net (Increase) Decrease in Other Assets.....	(968)	(402)
42	Net Increase (Decrease) in Accounts Payable.....	2,043	1,489
	Net Increase (Decrease) in Other Current Liabilities		
43	Excluding Debt.....	1,233	2,045
	Net Increase (Decrease) in Other Noncurrent Liabilities		
44	Excluding Debt.....	821	18,094
45	Extraordinary items (net of tax).....		
47	Net Cash Provided (Used) By Operating Activities.....	\$ 7,643	\$ 26,288

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

	ACQUISITION OF PROPERTY AND EQUIPMENT:		
48	Additions to Property and Equipment.....	\$ (20,940)	\$ (26,753)
49	Less: Capital Lease Obligations Incurred.....	0	0
50	Cash Outflows for Property and Equipment.....	\$ (20,940)	\$ (26,753)
	ACQUISITION OF BUSINESS ENTITIES:		
51	Property and Equipment Acquired.....	\$ 0	\$ 0
52	Goodwill Acquired.....	0	0
	Net Assets Acquired Other than Cash, Goodwill, and		
53	Property and Equipment.....	0	0
54	Long-Term Debt Assumed.....	0	0
55	Issuance of Stock or Capital Invested.....	0	0
56	Cash Outflows to Acquire Business Entities.....	\$ 0	\$ 0
	STOCK ISSUED OR CAPITAL CONTRIBUTIONS:		
57	Total Issuances of Stock or Capital Contributions.....	\$ 0	\$ 0
58	Less: Issuances to Settle Long-Term Debt.....	0	0
59	Consideration in Acquisition of Business Entities.....	0	0
60	Cash Proceeds from Issuing Stock or Capital Contributions.....	\$ 0	\$ 0

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

TRADING NAME OF LICENSEE

TROPICANA CASINO AND RESORT

SCHEDULE OF PROMOTIONAL EXPENSES AND ALLOWANCES

(\$ IN THOUSANDS)

FOR THE THREE MONTHS ENDED MARCH 31, 2004

Line (a)	(b)	Promotional Allowances		Promotional Expenses	
		Number of Recipients (c)	Dollar Amount (d)	Number of Recipients (e)	Dollar Amount (f)
1	Rooms	74,627	\$ 5,670	0	\$ 0
2	Food	516,723	5,064	13,824	135
3	Beverage	2,021,277	2,475	0	0
4	Travel	0	0	2,899	1,015
5	Bus Program Cash	119,031	1,891	0	0
6	Other Cash Complimentaries	256,275	4,299	0	0
7	Entertainment	3,500	7	7,453	149
8	Retail & Non-Cash Gifts	0	0	41,937	419
9	Parking	0	0	0	0
10	Other	307,770	1,115	41,679	248
11	Total	3,299,203	\$ 20,521	107,792	\$ 1,966

** There are no complimentary services or items in Line 10 "other" which exceeds 5% of that column's total.

ADAMAR OF NEW JERSEY, INC.
DBA TROPICANA CASINO AND RESORT
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2004 AND 2003

NOTE 1. DISCLOSURES NOT PRESENTED AND RECENT ACCOUNTING PRONOUNCEMENTS

Certain footnotes have not been presented in these Notes to Consolidated Financial Statements. These footnotes would be a duplicate of items contained in the Casino Control Commission Annual Report for the year ended December 31, 2003.

The specific footnotes not presented are the Summary of Significant Accounting Policies and Lease Obligations. The footnotes contained in the December 31, 2003 Annual Report should be read in conjunction with these financial statements.

NOTE 2. PROPERTY AND EQUIPMENT

At March 31, 2004 and 2003, the components of Property and Equipment consisted of:

	<u>2004</u>	<u>2003</u>
Land and land improvements	\$ 49,974,000	\$ 49,974,000
Building and improvements	583,773,000	567,260,000
Furniture, fixtures and equipment	148,633,000	134,175,000
Leased personal property	2,111,000	2,254,000
Construction in progress	<u>180,105,000</u>	<u>93,732,000</u>
Total property and equipment-gross	964,596,000	847,395,000
Less: accumulated depreciation and amortization	<u>(266,031,000)</u>	<u>(242,674,000)</u>
Total property and equipment	<u>\$ 698,565,000</u>	<u>\$ 604,721,000</u>

NOTE 3. LONG-TERM DEBT

At March 31, 2004 and 2003, Long-Term Debt consisted of:

	<u>2004</u>	<u>2003</u>
Notes Payable - Aztar Corporation; 12.0% due 2014	<u>\$ 447,000,000</u>	<u>\$ 447,000,000</u>
Long-term debt due to affiliates	447,000,000	447,000,000
Obligations under capital leases	<u>166,000</u>	<u>296,000</u>
Total affiliates and other	447,166,000	447,296,000
Less: current portion	<u>(136,000)</u>	<u>(131,000)</u>
Total long-term debt	<u>\$ 447,030,000</u>	<u>\$ 447,165,000</u>

During 2003, the maturity of the Notes payable to Aztar Corporation was extended to October 1, 2014. Substantially all of the Company's property and equipment is pledged as collateral for long-term debt agreements of affiliates.

NOTE 4. COMMITMENTS AND CONTINGENCIES

Licensing

On November 26, 1982, the Company was granted a plenary gaming license by the New Jersey Casino Control Commission, referred to as the "CCC". The license is renewable every four years. In November 2003, the license was renewed for a period of four years, effective through November 30, 2007, subject to the condition that the Company and Aztar provide the CCC and the New Jersey Division of Gaming Enforcement with revised financial forecasts for the first two years of the license term by February 10, 2004. The revised financial forecasts were required to supplement previously filed financial forecasts to reflect a revised projected opening date for the expansion which was delayed as a result of an accident which occurred on October 30, 2003 at the site of the construction of the parking-garage component of the expansion (see "Note 6: Accounting for the Impact of the October 30, 2003 Construction Accident"). The revised financial forecasts were submitted in accordance with the license condition and on April 30, 2004, the Division of Gaming Enforcement issued a report which indicates Adamar and Aztar have complied with the condition imposed and that both continue to demonstrate the requisite financial stability, integrity and responsibility.

The Company is a party to various other claims, legal actions and complaints arising in the ordinary course of business or asserted by way of defense or counterclaim in actions filed by the Company. Management believes that its defenses are substantial in each of these matters, and that the Company's legal posture can be successfully defended without material adverse effect on its consolidated financial position, results of operations or cash flows.

The CCC imposes an annual tax of eight percent on gross casino revenue. Pursuant to legislation adopted in 1984, casino licensees are required to invest an additional one and one-quarter percent of gross casino revenue for the purchase of bonds to be issued by the Casino Reinvestment Development Authority ("CRDA") or make other approved investments equal to that amount; in the event the investment requirement is not met, the casino licensee is subject to a tax of two and one-half percent on gross casino revenue. As mandated by the legislation, the interest rate of the CRDA bonds purchased by the licensee will be two-thirds of the average market rate for bonds available for purchase and published by a national bond index at the time of the CRDA bond issuance. The CRDA bonds have various contractual maturities that range from 10 to 40 years. Actual maturities may differ from contractual maturities because of prepayment rights. The Company's reinvestment obligation for 2004 and 2003, respectively, was \$1,101,000 and \$1,174,000 for the purchase of CRDA bonds. The Company recorded a loss provision for 2004 and 2003, respectively of \$158,000 and \$2,000. The loss provision is to recognize the effect of the below market interest rate using the interest rate in effect at March 31, 2004.

In April 2002, the Company commenced construction on a major expansion project. The expansion will consist primarily of a retail, dining and entertainment

complex along with a 502-room convention hotel tower. The Company has an agreement with the CRDA for approximately \$20,100,000 in funding in connection with this expansion project. As of March 31, 2004, the Company has received approximately \$17,800,000 in funding from the CRDA under this agreement. At March 31, 2004 the Company had approximately \$500,000 in available deposits with the CRDA that qualified and accordingly was reclassified to accounts receivable.

At March 31, 2004, the Company had commitments of approximately \$63,000,000 for the expansion project.

NOTE 5.

RELATED PARTIES

Transactions with affiliates consist of expenditures by affiliates on the Company's behalf including purchases of assets, facility rental, and administrative expenses or cash advances to affiliates or other receivables from affiliates. The Company has many significant transactions with Aztar.

Aztar performs various corporate services for the Company. For the period ended March 31, 2004 and 2003, Aztar charged the Company a management fee of \$9,600,000 and \$10,150,000, respectively.

Due to affiliates is reflected in Other Liabilities. The identity of the affiliate and corresponding balances at March 31, 2004 and 2003 are:

	<u>2004</u>	<u>2003</u>
Due to Aztar Corporation	\$148,304,000	\$ 40,807,000
Due to Ramada New Jersey, Inc.	294,000	219,000
Due to Adamar Garage Corporation	18,439,000	13,739,000
Due to Atlantic Deauville, Inc.	<u>270,000</u>	<u>200,000</u>
	<u>\$167,307,000</u>	<u>\$ 54,965,000</u>

Advances to affiliates are reflected in Investments, Advances and Receivables. The identity of the affiliate and corresponding balances at March 31, 2004 and 2003 are:

	<u>2004</u>	<u>2003</u>
Advances to Tropicana West	\$ <u>1,810,000</u>	\$ <u>1,832,000</u>
	<u>\$ 1,810,000</u>	<u>\$ 1,832,000</u>

Notes payable to related parties are included in Long-term debt to affiliates (See Note 3). The identity of the affiliate and corresponding balances at March 31, 2004 and 2003 are:

<u>PAYEE</u>	<u>2004</u>	<u>2003</u>
Aztar Corporation	\$ 447,000,000	\$ 447,000,000

For the three months ended March 31, 2004 and 2003 the Company incurred charges from affiliates which are indicated in the accompanying Statements of Income as Cost of Goods and Services and Selling, General, and Administrative. The nature of the charges and dollar amounts are as follows:

	<u>2004</u>	<u>2003</u>
<u>COST OF GOODS AND SERVICES</u>		
Executive deferred compensation plan	\$ 1,000	\$ 1,000
Property insurance	<u>614,000</u>	<u>602,000</u>
	<u>615,000</u>	<u>603,000</u>
<u>SELLING, GENERAL AND ADMINISTRATIVE</u>		
Insurance	168,000	122,000
Executive deferred compensation plan	5,000	8,000
Claims	4,000	51,000
Professional services	<u>4,000</u>	<u>1,000</u>
	<u>181,000</u>	<u>182,000</u>
Total	<u>\$ 796,000</u>	<u>\$ 785,000</u>

NOTE 6: ACCOUNTING FOR THE IMPACT OF THE OCTOBER 30, 2003 CONSTRUCTION ACCIDENT

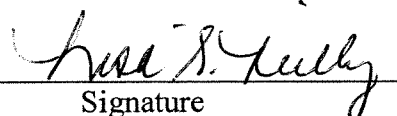
An accident occurred on the site of the construction of the parking-garage component of the expansion project on October 30, 2003. The accident resulted in a loss of life and serious injuries, as well as extensive damage to the facilities under construction. Construction has recommenced in the portion of the expansion project unaffected by the accident. Business continues to suffer adverse impacts from the disruption that followed the accident. One street adjacent to the property remained closed through March 31, 2004, preventing use of the bus terminal and limiting access to the existing parking garages and the porte cochere. Marketing programs focusing on advertising, entertainment and promotions were initiated to mitigate the business interruption loss caused by the construction accident. At March 31, 2004 the Company incurred approximately \$2,000,000 of these marketing costs that are reimbursable under the Company's business interruption insurance and are classified in the Balance Sheet as part of the Receivables and Patrons' Checks. During the first quarter of 2004, the Company recorded \$3,500,000 of profit recovery under the Company's business interruption insurance applicable to the fourth quarter of 2003. This amount was included in the Balance Sheet as part of the Receivables and Patrons' Checks at March 31, 2004 and classified in Nonoperating Income in the Statements of Income. Profit recovery from business interruption insurance is recorded when the amount of recovery is agreed to by the insurers.

During 2003, the Company reduced construction in progress for the estimated asset loss and recorded a receivable of approximately \$3,000,000, which is included in the Balance Sheet as part of the Receivables and Patrons' Checks at March 31, 2004. The Company believes it is probable that any additional asset loss will be recovered from first party insurance or from third parties or their insurers.

The full extent of additional asset loss, if any, will not be known until debris removal is completed and a full inspection of potential damages is performed. The Company will continue to assess other potential losses and costs it might incur in relation to the construction accident.

STATEMENT OF CONFORMITY, ACCURACY AND COMPLIANCE

1. I have examined this Quarterly Report.
2. All the information contained in this Quarterly Report has been prepared in conformity with the Casino Control Commission's Quarterly Report Instructions and Uniform Chart of Accounts.
3. To the best of my knowledge and belief, the information contained in this report is accurate.
4. To the best of my knowledge and belief, except for the deficiencies noted below, the licensee submitting this Quarterly Report has remained in compliance with the financial stability regulations contained in N.J.A.C. 19:43-4.2(b)1-5 during the quarter.


Signature

Controller

005939-11
License Number

On Behalf of:

Tropicana Casino & Resort
Casino Licensee